

**Board Meeting**  
**9am Friday, 11 November 2022**  
**Tusla Offices, Ballybofey Road, Co. Donegal**

Name	Title	Attendance
<b>Board Members</b>		
Pat Rabbitte	Chairperson	Present
Anne O’Gara	Deputy Chairperson	Apologies received
Paul White*	Ordinary Board Member	Present
Patricia Doherty	Ordinary Board Member	In Part
Charles Watchorn*	Ordinary Board Member	Present
Liam Irwin	Ordinary Board Member	Present
Avril McDermott	Ordinary Board Member	Present
Sean Holland	Ordinary Board Member	Present
Sean Quigley	Ordinary Board Member	Present
Susan Bowman	Ordinary Board Member	Present
Teresa McDonnell	Ordinary Board Member	Present
<b>Board Office:</b>		
Kay Keilthy	Board Secretary	Present
Emma Dodrill*	Board Administrator	In Part
<b>In Attendance:</b>		
Jonathan Westrup	Board Excellence	In Part

\*Joined via Teams

Signed:   
 Chairperson

Date: 25 November 2022

## **1. Opening Remarks**

- 1.1 The Chair noted the presence of a quorum and duly convened the meeting.

## **2. Apologies**

- 2.1 A. O'Gara apologies were noted.

## **3. Declarations of Interest**

- 3.1 No declarations of Interest were made in relation to any of the agenda items before the Board for consideration at the meeting.

## **4. Minutes of Previous Meeting (30/09/2022)**

- 4.1 The Board approved the minutes of the Board Meeting held on 30 September 2022. Proposed by A. McDermott Seconded by L. Irwin.

## **5. Action Log**

- 5.1 The Board will review the Action Log at the 25 November Board Meeting.

## **6. Matters Arising**

None.

### **6.1 Delegation of Acting Chief Executive**

In accordance with the Boards Protocol and Standing Orders for making decisions between Board meetings, the decision to appoint Kate Duggan, Director of Services and Integration as Acting Chief Executive, in the absence of the CEO for the period of 4 November 2022 was formally noted by the Board.

## **7. Risk Management**

- 7.1 The Board considered risk as comprehended in the reports submitted for consideration at the meeting.

## **8. Board Operating Plan (2023)**

- 8.1 The Board as part of its responsibility for ensuring Board effectiveness, recognises that the development of an annual Board work plan is an important component of effective governance in order to fulfil its remit and comply with its legal and regulatory obligations. The Board approved its Board Operating Workplan for 2023, noting changes may need to be made throughout the year to reflect additional demands that may arise. Proposed by S. Bowman Seconded by A. McDermott.

## **9. Board Terms of Reference and Standing Orders (Revised)**

- 9.1 The Board's revised Term of Reference and Standing Orders was approved by the Board. The Board's revised Terms of Reference and Standing Orders comes into effect as of 1 December 2022 and supersedes the Board's Protocol for Meetings and Standing Orders (2017). Proposed by L. Irwin Seconded by P. Doherty.

## **10. Code of Conduct for Board and Committee Members (Revised)**

- 10.1 The Board approved the revised Code of Conduct for Board and Committee Members with an

effective date of 1 December 2022. Proposed by P. Doherty Seconded by S. Holland. The Revised Code of Conduct for Board & Committee Members supersedes the Code of Standards and Behaviour for Board Members (2017). The Board noted the following appendices to the revised code:

- Disclosure of Interest Guidance for Board & Committee Members and
- Ethics in Public Office Acts 1995 & 2001, Guidance & Forms for Board

#### **11. Reserved Functions of the Board (Updated)**

11.1 The Board noted the updated Reserved Functions of the Board schedule.

#### **12. Ethics in Public Office Guidance**

12.1 This was dealt with under agenda item 10

#### **13 Delegation by the Board to the CEO (Revised)**

13.1 The Board approved the amendment to its Delegation to the CEO to reflect its decision on 29 July (220729/20) to amend its reserved function in relation to the acquisition of residential property. Proposer L. Irwin Seconder P. Doherty.

#### **14. Protocol for the Use of the Seal of the Child and Family Agency (Amended)**

14.1 The Board reviewed the Protocol for Use of the Seal of the Child and Family Agency. Section 12 of the Child and Family Agency Act 2013 provides that the seal of the Agency shall be authenticated on any document by the signatures of:

- 2 members of the Board
- or
- the signatures of both- a member of the Board, and
  - an employee of the Agency authorised by the Board to authenticate the seal

14.2 The Chief Executive Officer is the designated employee to authenticate the Agency seal: Individuals acting up in the above role will have the same authority as the relevant substantive post holders for the duration of the acting period

14.3 The Board has designated the following Board members to authenticate the Agency seal:

- The Chairperson of the Board
- Deputy Chairperson
- Committee Chairperson

Proposed by S Quigley Seconded by S. Holland.

#### **15. Code of Governance Update**

15.1 The Board was updated on the drafting of a revised Code of Governance. IPA is commencing a review of the proposed digitalised Code of Governance to ensure that it meets Tusla's legislative requirements. It is anticipated that the review will be complete in Q1 2023. The noted the status of the revised draft Code of Governance.

#### **16. Board Evaluation Report Presentation**

*Jonathan Westrup from Board Excellence joined the meeting.*

16.1 The Board commissioned an external board evaluation over the period September to October 2022 to assess the current level of board effectiveness and performance relative to relevant corporate governance standards and board best practice.

16.2 The evaluation was facilitated by Board Excellence. The Board was provided with a brief overview of the approach taken to the evaluation and presented with draft findings and recommendations for discussion. The Board discussed the draft recommendations resulting in a number of alternative actions being agreed to implement the recommendations and requested prioritisation of the recommendations. Board Excellence will revert to the Board with a final report in advance of the November Board meeting.

16.3 The Board thanked Board Excellence for their level of engagement and timely completion of the process.

End of Meeting.